

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

June 8, 1999

RECORDATION NO. 19822-B

FILED

JUN 21 '99

11:00AM

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the **Amended Memorandum of Lease of Railroad Equipment** dated as of June 10, 1998 which is intended to evidence **Amendment No. 2** dated as of June 10, 1998 to the Lease of Railroad Equipment, dated as of September 1, 1995, as amended ("**Lease**") between the following parties:

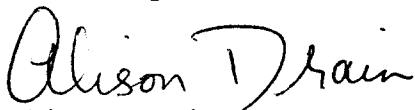
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Florida Rock Industries, Inc. 155 East 21st Street Jacksonville, FL 32206

The equipment involved in this transaction is as follows:

Equipment: See attached Schedule A.2.

Please file this amended memorandum as a supplementary document to Recordation No. 19822 filed on December 22, 1995 at 9:20 am and return one (1) stamped original to my attention. A check covering the twenty-six dollar (\$26.00) filing fee is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad

Enclosures (2)

AMENDED MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

JUN 21 '99

11-00AM

THIS AMENDED MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (the "Memorandum") is made as of June 10, 1998 and is intended to evidence that certain Amendment No. 2 made as of June 10, 1998 ("Amendment No. 2") to the Lease of Railroad Equipment made as of September 1, 1995, as amended ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and FLORIDA ROCK INDUSTRIES, INC., a Florida corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars, more fully described in Schedule A.2. hereto (the "Units"). The Lease, as amended, is on file with the STB under Recordation No. 19822 filed on December 22, 1995 and 19822-A filed on June 4, 1997. Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease and Amendment Nos. 1 and 2.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

FLORIDA ROCK INDUSTRIES, INC

By: 

Print Name: R.G. O'Brien

Its: President, Florida Division

CM

SCHEDULE A.2.

Dated as of June 10, 1998 to the Amended Memorandum of Lease of Railroad Equipment dated as of June 10, 1998, as amended, between Helm Financial Corporation and Florida Rock Industries

Equipment Description: Seventy^{nine}~~eight~~ (79), 100-ton, 3433 c.f.c., 3-pocket, open top hopper railcars with 42/30 degree slope sheets; built by C&O Shop, Raceland, KY and Norfolk Western Shop, Roanoke, VA in 1978-79; and one (1) (HLMX 16320) 3,016 c.f.c., 3-pocket open top hopper with 45 degree slope sheets and Miner's Type D door locking mechanism, built by Bethlehem in 1979.

Reporting Mark & Numbers:

1	HLMX	16306	41	HLMX	35083
2	HLMX	16309	42	HLMX	35090
3	HLMX	16310	43	HMJX	17103
4	HLMX	16312	44	HMJX	17109
5	HLMX	16313	45	HMJX	17111
6	HLMX	16314	46	HMJX	17112
7	HLMX	16316	47	HMJX	17113
8	HLMX	16320	48	HMJX	17116
9	HLMX	16322	49	HMJX	17133
10	HLMX	16324	50	HMJX	17135
11	HLMX	33010	51	HMJX	17141
12	HLMX	33011	52	HMJX	17146
13	HLMX	33013	53	HMJX	17148
14	HLMX	33014	54	HMJX	17149
15	HLMX	33015	55	HMJX	17152
16	HLMX	33024	56	HMJX	17155
17	HLMX	33029	57	HMJX	17158
18	HLMX	33034	58	HMJX	17160
19	HLMX	33045	59	HMJX	17161
20	HLMX	33047	60	HMJX	17164
21	HLMX	33063	61	HMJX	17167
22	HLMX	33065	62	HMJX	17170
23	HLMX	33070	63	HMJX	17171
24	HLMX	33075	64	HMJX	17172
25	HLMX	33081	65	HMJX	17175
26	HLMX	33090	66	HMJX	17176
27	HLMX	33123	67	HMJX	17177
28	HLMX	33153	68	HMJX	17178
29	HLMX	33159	69	HMJX	17180
30	HLMX	34001	70	HMJX	17182
31	HLMX	35012	71	HMJX	17185
32	HLMX	35014	72	HMJX	17186
33	HLMX	35015	73	HMJX	17187
34	HLMX	35034	74	HMJX	17190
35	HLMX	35037	75	HMJX	17195
36	HLMX	35051	76	HMJX	17196
37	HLMX	35053	77	HMJX	17197
38	HLMX	35056	78	HMJX	17198
39	HLMX	35073	79	HMJX	17199
40	HLMX	35078			

3M

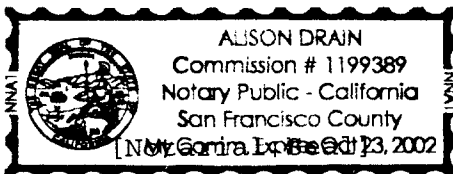
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 28th, 1999, before me, Alison Drain
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Alison Drain
SIGNATURE OF THE NOTARY

STATE OF FLORIDA)
) S.S.
COUNTY OF DUVAL)

On May 21, 1999, before me, Donna Lynne Rehberg
personally appeared Robert G. O'Brien, President-Fla Div. of
FLORIDA ROCK INDUSTRIES, INC.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

[Notarial Seal]

Donna Lynne Rehberg
SIGNATURE OF THE NOTARY



DONNA LYNNE REHBERG
Notary Public, State of Florida
My Comm. Exp. Nov. 01, 2001
Comm. No. CC 683126

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